FORM D



UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

	OMB APPROVAL								
	CMB Number: 3	235-0076							
į	Expires:								
	Estimated average b	urden							
i	hours per response	16.00							

SEC USE ONLY					
Prefix 1	Serial				
DATE	RECEIVED				
1	1				

Name of Offering (check if this is an amendment and name has changed, and indicate change.) Willoughby Harbor Investment Group, L.P. Filing Under (Check box(es) that apply): Rule 504 Rule 505 Rule 506 Section 4(6)	ULOE
Type of Filing:	
1. Enter the information requested about the issuer Name of Issuer (check if this is an amendment and name has changed, and indicate change.) Willoughby Harbor Investment Group, L.P.	050 61337
Address of Executive Offices (Number and Street, City, State, Zip Code) 2839 Paces Ferry Rd, Ste 880, Allanta, GA, 30339	Telephone Number (Including Area Code) 770 984-9500
Address of Principal Business Operations (Number and Street, City, State, Zip Code) (if different from Executive Offices)	Telephone Number (Including Area Code)
Brief Description of Business Investing	JUL 1 9 2005
Type of Business Organization corporation	olease specify)
Actual or Estimated Date of Incorporation or Organization: O 6 o 5 Actual Estimated Date of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State CN for Canada; FN for other foreign jurisdiction)	nated:

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION-

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predictated on the filing of a federal notice.

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A. BASIC IDENTIFICATION DATA Enter the information requested for the following Each promoter of the issuer, if the issuer has been organized within the past five years; Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer. Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and Each general and managing partner of partnership issuers. Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner Full Name (Last name first, if individual) Vinings Marine Group III, L.L.C. Business or Residence Address (Number and Street, City, State, Zip Code) 2839 Paces Ferry Rd, Ste 880, Atlanta, GA, 30339 Check Box(es) that Apply: **✓** Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner Full Name (Last name first, if individual) Anzo, Peter D. Business or Residence Address (Number and Street, City, State, Zip Code) 2839 Paces Ferry Rd, Ste 880, Atlanta, GA, 30339 Check Box(es) that Apply: Beneficial Owner Executive Officer **✓** Promoter Director General and/or Managing Partner Full Name (Last name first, if individual) Reed, Stephanie A. Business or Residence Address (Number and Street, City, State, Zip Code) 2839 Paces Ferry Rd, Ste 880, Atlanta, GA, 30339 Check Box(es) that Apply: Beneficial Owner Executive Officer Promoter Director General and/or Managing Partner Full Name (Last name first, if individual) Rotter, Jeffrey M. Business or Residence Address (Number and Street, City, State, Zip Code) 2839 Paces Ferry Rd, Ste 880, Atlanta, GA, 30339 Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Check Box(es) that Apply: Promoter General and/or Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code)

(Use blank sheet, or copy and use additional copies of this sheet, as necessary)

	-				B. 11	NFORMAT	ION ABOU	T OFFERI	NG	······································			
1.	1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering? Answer also in Appendix, Column 2, if filing under ULOE.					Yes	No 😿						
2.	What is	the minim	um investm									§ 5,0	00.00
												Yes	No
3.			oermit joint									×	
4.	commis If a pers or states	sion or simi on to be lis s, list the na	ilar remune ted is an ass	ration for s ociated pe roker or de	solicitation rson or age ealer. If mo	of purchase ent of a brok ore than five	ers in conn er or deale e (5) person	ection with r registered is to be list	sales of sec d with the S ed are asso	curities in t EC and/or	irectly, any he offering, with a state ons of such		
Ful N/		Last name	first, if indi	vidual)									
		Residence	Address (N	umber and	1 Street, Ci	ity, State, Z	(ip Code)					·	
								· 					
Nar	ne of Ass	sociated Br	oker or Dea	aler									
Stai	tes in Wh	ich Person	Listed Has	Solicited	or Intends	to Solicit	Purchasers						
	(Check	"All States	" or check	individual	States)			,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,			*************	☐ Al	States
	AL IL MT RI	AK IN NE SC	IA NV	AR KS NH TN	CA KY NJ TX	CO LA NM UT	CT ME NY VT	DE MD NC VA	DC MA ND WA	FL MI OH WV	GA MN OK WI	MS OR WY	MO PA PR
Ful	l Name (Last name :	first, if indi	vidual)									
Bus	siness or	Residence	Address (N	Number an	d Street, C	Sity, State, 2	Zip Code)						
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Nar	ne of Ass	sociated Br	oker or Dea	ajer									
Stat			Listed Has										
	(Check	"All States	" or check	individual	States)		***************************************				••••••	☐ Al	l States
	AL IL MT	AK IN NE SC	IA NV SD	AR KS NH TN	CA KY NJ TX	CO LA NM UT	ME NY VT	DE MD NC VA	MA ND WA	FL MI OH WV	GA MN OK WI	MS OR WY	ID MO PA PR
Ful	l Name (Last name	first, if indi	vidual)									
Bus	siness or	Residence	Address (N	Number an	d Street, C	City, State,	Zip Code)						
Nar	me of Ass	sociated Br	oker or Dea	aler									
Stat	tes in Wh	ich Person	Listed Has	Solicited	or Intends	to Solicit	Purchasers						
~ tu	States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)												
	AL	AK	ĀŽ	[AR]	CA	CO	<u>C</u> T	DE	DC	FL	GA	HI	ĪD
	IL MT RI	IN NE SC	IA NV SD	KS NH TN	KY NJ TX	LA NM UT	ME NY VT	MD NC VA	MA ND WA	MI OH WV	MN OK WI	MS OR WY	MO PA PR

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1.	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if the answer is "none" or "zero." If the transaction is an exchange offering, check this box and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.			
		Aggregate		Amount Already
	Type of Security	Offering Price	2	Sold
	Debt	\$	_	\$
	Equity	\$		\$
	Common Preferred			
	Convertible Securities (including warrants)	\$		\$
	Partnership Interests	\$ 305,000.00		\$_280,000.00
	Other (Specify)			\$
	Total	\$_305,000.00	_	\$ 280,000.00
	Answer also in Appendix, Column 3, if filing under ULOE.			
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."			Aggregate
		Number		Dollar Amount
	Accredited Investors	Investors		of Purchases \$ 280,000.00
			_	
	Non-accredited Investors			\$
	Total (for filings under Rule 504 only)		_	\$
•	Answer also in Appendix, Column 4, if filing under ULOE.			
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C — Question 1.			
		Type of		Dollar Amount
	Type of Offering	Security		Sold
	Rule 505		_	\$
	Regulation A			\$
	Rule 504		_	\$ \$ 0.00
	Total		_	\$_0.00
4	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the insurer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.			
	Transfer Agent's Fees			\$
	Printing and Engraving Costs		Z	§ 100.00
	Legal Fees			\$
	Accounting Fees			\$
	Engineering Fees	••••		\$
	Sales Commissions (specify finders' fees separately)			\$
	Other Expenses (identify)	•••		\$
	Total		[]	\$ 100.00

	C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF P	ROCEEDS							
	b. Enter the difference between the aggregate offering price given in response to Part C — Question 1 and total expenses furnished in response to Part C — Question 4.a. This difference is the "adjusted gross proceeds to the issuer."		304,900.00						
5.	Indicate below the amount of the adjusted gross proceed to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C — Question 4.b above.								
		Payments to Officers, Directors, & Affiliates	Payments to Others						
	Salaries and fees	\$	\$						
	Purchase of real estate]\$	\$						
	Purchase, rental or leasing and installation of machinery and equipment] \$	\$						
	Construction or leasing of plant buildings and facilities]\$	\$						
	Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)	7] \$	\$ 303,000.00						
	Repayment of indebtedness								
	Working capital	Z \$	1,900.00						
	Other (specify):								
			\$						
	Column Totals	\$_0.00	\$ 304,900.00						
	Total Payments Listed (column totals added)	cd)							
	D. FEDERAL SIGNATURE								
sig	e issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice nature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of R	sion, upon writte							
Iss		Date							
W	illoughby Harbor Investment Group, L.P.	7/15/0	5						
Na	me of Signer (Print or Type) Title of Signer (Print or Type)								
Ste	phanie A. Reed Manager, Vinings Marine Group III, L.L.C., Ge	neral Partner							

---- ATTENTION -----

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)